



Remote Meeting Roadmap

A guide to better online board meetings

The race to introduce remote meetings

Remote meetings have rapidly become part of our daily lives. Their exponential adoption is just one of the changes wrought by the equally fast spread of the COVID-19 pandemic.

Everything from team discussions to industry conferences now takes place through a camera lens.

The scale and speed of this change has created a steep learning curve. People have had to adjust to new ways of connecting at the same time as grappling with issues that affect their physical, emotional and financial wellbeing.

Directors face those challenges first-hand, while also making decisions that impact hundreds, thousands, or even millions of people. Effective board meetings are essential for sound decision-making.

Fortunately, moving meetings online isn't uncharted territory. Online meeting platforms have been available for years and are more user-friendly, sophisticated and secure than ever before.

A new cycle of endurance

In the past, board meetings were more of a marathon than a sprint. The shift to remote meetings, coupled with widespread uncertainty, has accelerated their pace while bringing new challenges.

Directors accustomed to going for a jog now feel as though they're in the Tour de France, pedalling furiously while surrounded by activity. The stakes are higher, the risks are greater, and distractions are everywhere. Team-mates and sources of support are further away.

Remote board meetings require different strategies compared to those held in person. Understanding those differences is crucial if boards are to successfully steer their organisations through the current crisis.

The following essential elements are designed to support boards as they adapt to online meetings, whether they're at the start of their journey or further down the road:



Pace

Emphasise progress above speed.

Focus

Steer clear of distractions.

Balance

Know when to change course to stay safe.

Teamwork

Achieve more by working together.

Our practical suggestions are grouped into three categories, with something for all levels of governance maturity:

Set the foundation for success

Essential tips for boards that are getting started holding remote meetings.

Elevate your approach

Practices to refine remote meetings and make them more effective.

Think outside the box

Ideas to challenge existing assumptions for greater efficiency and added value.

How remote board meetings have changed

Broadening the scope

Before the COVID-19 pandemic, remote board meetings were typically held in three common situations:

- ▶ **Special meetings with a single focus**
- ▶ **Directors unable to attend in person**
- ▶ **Organisations with global boards.**

Special meetings

Meetings to address significant, time-critical issues that arise outside the board schedule are held on short notice, meaning directors are often unable to attend in person.

Agenda items relate solely to the specific reason for the meeting. Accompanying reports, if they exist, may be limited due to the fast-moving circumstances and may circulate later than usual.

The format of these meetings may not be the most suitable option for remote board meetings with an extensive agenda and held over an extended period of time such as during COVID-19.

Directors unable to attend in person

When directors have travel commitments or are based a long distance from an organisation, they sometimes attend board meetings remotely.

This is far preferable to not attending but often makes it more challenging for those directors to participate fully.

By contrast, meeting when all directors are in separate locations levels the playing field.

Directors experienced in remotely attending physical meetings may have insights that can help improve communication.

Dispersed boards and early adopters

Certain businesses, such as global organisations or tech companies, have been holding remote meetings for many years. This is often part of a board program which also includes holding meetings in person.

How board meetings differ from other remote meetings

The shift to remote working has led to extensive guidance on how to adjust our habits, including ways to stay focused during long days of videoconferences. These give valuable practical advice, but often aren't suitable for a board environment.

Understanding the combination of factors that set board meetings apart is important to maximise their effectiveness.

- ▶ **Longer duration**
Even narrowing the focus to the most significant items, most board meetings will extend past the one-hour mark, and many beyond two hours.
- ▶ **Lower frequency**
Most boards meet monthly or quarterly although in the current climate, additional meetings may be required to address specific, critical issues. Between meetings, directors may have limited opportunity for discussions with one another, although some will be in regular contact with executives.
- ▶ **External participation**
Non-executive directors are part of an organisation but don't work there every day. They are at a distance from its operations but have extensive inside insights into the most sensitive matters. Navigating this balance can be challenging for executives in normal times – and these are far from normal times.
- ▶ **Significant preparation**
Getting ready for a board meeting often begins as soon as the previous one has concluded. Few other meetings involve the same extent of preparations or generate comparable volumes of accompanying materials.
- ▶ **Specific requirements**
Directors' obligations under the law are a background presence in board meetings and inform the process and degree of detail involved in decision-making.

▶ **Stronger structure**

However approachable and down-to-earth directors may be, board meetings are more formal than almost any other meetings. This reflects their significance of the board's responsibilities as well as historical conventions.

Pace: emphasise progress above speed

Remote meetings are often shorter, and move faster, than when people are in the same place. It's a trend that extends beyond the boardroom.

Set the foundation for success

▶ **Avoid playing catch-up**

Establish clear expectations about timeliness and attendance. Waiting for latecomers or last-minute apologies wastes everybody's time.

▶ **More haste, less speed**

Setting the mood for the meeting happens before the chair calls it to order. Allowing time for people to reconnect establishes a positive tone and gets it off to a good start. The board should embody the organisation's values at the highest level. Checking in with fellow directors and executives is more than common courtesy – it helps maintain ties at a time when people can be struggling.

▶ **Concentrate on the journey**

Unlike a race, there are no prizes for finishing fastest. While remote meetings may move quicker, that should never be at the expense of cutting corners. Ending a meeting on time is important to respect participants. If there are matters remaining to be addressed, consider adjourning to a later time or arranging an additional meeting.

Elevate your approach

▶ **Use time where it counts**

When time is short, the board's deliberations should be the top priority. Taking reports as read puts

the focus on questions and discussion rather than repeating information that has already been provided. Alternatively, encourage introductions to be brief and address only what's new or changed since the report was circulated.

▶ **Pause for breath**

Maintaining the flow of discussions can be harder in a faster-paced meeting with fewer visual cues. Some directors can find it trickier to contribute. The chair can manage this by directing the traffic when there are contributions and ensuring everyone has the opportunity to speak. Allowing a short pause when changing topics, at the end of each agenda item, and before making decisions gives space for directors to reflect and make any further comments before the discussion moves on.

Think outside the box

▶ **Plan a multi-stage approach**

Nobody wins the Tour de France by trying to finish in a day. If the board has numerous complex topics to cover, consider holding the meeting over several sessions rather than extending the meeting time. It could involve a morning and an afternoon session on a single day, or a shorter period on several consecutive days (ideally the same time and duration each day). This not only helps participants stay engaged in the discussion but can also accommodate their other commitments during remote working arrangements.



Focus: steer clear of distractions

On a bike, taking your eye off the road can lead to disaster. Steep drops, uneven terrain and unruly pedestrians add to the risk.

Moving at high speed means having to react to hazards in a split second to avoid serious injury. It involves paying constant attention, tuning out background noise, and having a finely honed radar for signs of danger.

Boards need to focus on the big issues to steer their organisation through a rapid economic downturn. Effective remote meetings help them prioritise the most important issues while making space to explore other concerns.

Concentrate on what matters most

Set the foundation for success

► First things first

An aerodynamic bike can go much faster, but that doesn't help if it has a puncture. Even established organisations are struggling to survive as the economic fallout of COVID-19 takes a toll. Solvency, liquidity and safety may outrank other priorities in the current environment. Regulators have deferred a range of non-essential reporting and other requirements so that organisations can prioritise critical issues. Boards may adopt a similar approach and choose to delay some standing reports, consider them less frequently, or reduce their level of detail.

► Everything needs a purpose

Everything a board does should contribute to fulfilling its responsibilities and achieving its objectives. Anything that doesn't serve those purposes is ripe for removal. Reviewing the annual board plan with this in mind is an opportunity to elevate its focus. This can strengthen its function beyond the current crisis.

Elevate your approach

► Keep an eye on the horizon

Time may feel as though it's moving at a different speed in 2020, but eventually the world will change again – or we will change to meet it.

Organisations have been forced to rapidly adapt to unfamiliar circumstances. Some have altered their operating model or discovered new markets. While decisions may be necessary for short-term survival, they can also be a springboard to longer-term goals. Viewing information through this lens may reveal strategic alignments that pay dividends down the road.

► Bring your own water bottle

Refilling your water bottle during the day isn't just good for hydration. The water cooler is renowned as the source of the latest news in many workplaces. Fewer opportunities for informal engagement around the office, on site, or with external stakeholders can mean directors miss out on the insights these occasions often generate.

Directors should nurture their relationships with their key executive contacts. These conversations may signal issues that are yet to make their way into the board papers.

It's critical to have a clear process to escalate important information internally, especially while workforces are widely dispersed and with risks continually emerging and changing. This should be embedded at every level of the organisation, all the way to the board.

Think outside the box

▶ Check your blind spots

Sticking to the clearest path may prevent directors noticing something that appears to be a distraction until it has grown into a major issue.

Effective boards consider not only the information provided to them, but what may be missing.

A tight agenda, condensed meeting time and fewer attendees help keep remote meetings on track.

Unfortunately, they can also mean some important voices go unheard.

Be alert for the impact on stakeholders of not only decisions made at board level, but also arising from operational changes or different working practices. For example, the absence of physical proximity could create fewer checks on potential financial or personal misconduct at a time when people are more vulnerable.



Getting the basics right

Are remote board meetings allowed?

Australia and New Zealand do not have any widespread restrictions on board meetings by videoconference.

The Corporations Act specifies that:

A directors' meeting may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw their consent within a reasonable period before the meeting.

New Zealand's Companies Act goes further and does not explicitly require directors to consent to how remote meetings are held.

Address specific requirements

- ▶ The organisation's constitution may have specific requirements about how board meetings should be held.
 - ▶ Agreement to remote meetings can be included in the standard letter of consent signed by new directors and addressed in their induction materials.
 - ▶ Boards should review their governance documents for references to remote meetings and update them where appropriate, including obtaining any necessary approvals.
 - ▶ If there is any doubt regarding remote meetings that have already been held, consider ratifying the decisions made by the Board.
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Steer clear of distractions

Remote meetings can be taxing for participants. Research conducted by Microsoft has found they take more energy and concentration than physical meetings.

Technology brings people closer together, but it also delivers fewer of the cues we rely on in true face-to-face conversation. For those who didn't grow up as digital natives, the on-screen environment can feel less comfortable, but there are ways to make it easier.

Set the foundation for success

▶ Set clear expectations

The physical distance in a remote setting can enable people to forget they're on camera and overlook usual meeting conventions. While less formality can be a welcome change, directors and executives are under more pressure than ever and need to use their time effectively. As a bare minimum, participants should avoid doing any other activities during the meeting. Personal life coming into view is an inevitable aspect of remote working but checking email or sending text messages is less acceptable.

▶ Make sure you can be seen

On the road, high-visibility clothing is essential. While dress codes both in the boardroom and working remotely are rather different, it's equally important to stay in view, for a variety of reasons:

Stronger engagement

Picking up on non-verbal communication is significantly harder through a screen. Seeing everybody in the meeting, not just the person speaking, brings the group together and strengthens engagement.

Perceptive discussions

When speaking, it's even more important to have the audience in view. It helps gauge others' reactions, anticipate questions, and makes sure you haven't left anyone behind.

Managing the meeting

The challenge of chairing remote meetings can be eased by watching the mood of the room. It helps to set the right pace for discussions, encourage contributions and identify potential concerns.

Elevate your approach

▶ Reduce irritation

Months of physical distancing and constant change take a toll on our patience, magnifying small annoyances. Agree in advance how to reduce potential irritations:

Muting microphones

People are generally encouraged to mute their microphones when not speaking, to reduce noise. However, during discussions it helps for participants to un-mute themselves to contribute readily, rather than waiting for the chair to call on them.

Making an entrance

Managing attendance by executives or external guests who join for specific agenda items is more difficult online.

Board meetings rarely adhere to strict timing for each item. Having unannounced arrivals disrupts the discussions that are underway, which may be highly confidential.

Many meeting platforms provide a 'waiting room' function so that guests are connected on standby until the host invites them into the meeting.

Share with caution

Screen sharing can be useful for presentations or when discussing financial analysis. Before sharing your screen, turn off pop-up notifications and close other applications to protect sensitive information and avoid inadvertently sharing private emails or social media.

Chat on screen, not online

The online chat features built into remote meeting platforms lack adequate security for confidential board discussions. Exchanging messages during the meeting is also more likely to detract from discussions.

Balance: know when to change course to stay safe

Board meetings often have an unwritten code of behaviour. Who sits where, who contributes when, who plays devil's advocate, who delves into the detail. Remote meetings can throw those out of kilter. They can also create new risks when it comes to protecting organisations' most sensitive information.

While it can be beneficial to have a fresh perspective and get outside the comfort zone, that must be balanced with enabling the board to work as effectively as possible together and bridging the digital divide.

Set the foundation for success

▶ **Protect your team**

Cyber risks have escalated dramatically in 2020 as criminals prey on more vulnerable workers at home. Security is only as strong as its weakest link and those outside organisational systems, such as non-executive directors, can be more exposed.

- **Configure online security settings for every user.**
- **Change the login details each meeting.**
- **Always password protect access to remote board meetings.**

▶ **Make good performance easier**

A top-of-the-line bike won't turn a weekend warrior into a champion, but good equipment can enhance your performance.

The best tools make it easier for directors and executives to collaborate and contribute while maintaining robust data security.

Some of the features that can help in remote board meetings include:

- **Split screen capability to view a shared screen while also seeing other participants.**
- **Support for viewing meeting materials to avoid switching between multiple devices.**
- **Built in security settings that integrate across functions and applications.**

▶ **Plot your own course**

Corporate governance is underpinned by fundamental principles but how organisations apply them varies according to their individual circumstances. One size does not fit all.

The same applies to remote meeting practices.

Seek feedback from meeting participants and make choices that work for your own team.

Elevate your approach

▶ **Make small, frequent adjustments**

Organisations with a strong digital strategy know that agility and iterative improvements are essential to success. The same goes for digital board meetings. Moving the board meeting cycle online for an extended period is new for most organisations. Debriefing after meetings can help improve the process.

▶ **Take regular rest stops**

Incorporating short breaks into the meeting helps prevent attention from wandering. More significantly, it also supports better decision-making. Research has found that decisions made directly before a lunch break can differ markedly from those made when people are more comfortable.

Allowing time for people to refill their coffee cups and stretch can actually lead to better decisions.

Hold the phone – why video is essential

Visual cues play a vital role in keeping people engaged and reading the room.

Many organisations have previously held special-purpose meetings by teleconference when they haven't been able to gather in person. But the COVID-19 pandemic has made remote meetings standard – a situation which is likely to continue for years.

Being unable to see other participants makes chairing, presenting, and minute-taking more difficult.

Having the right tools in place allows directors to concentrate on the discussions and decisions that are the reason for holding the meeting.

Teamwork: achieve more by working together

Boards are continuously seeking ways to lower their organisation's cost base without sacrificing quality.

Remote meetings eliminate travel time and can significantly reduce expenses. But those savings can quickly pale into insignificance if the board is the price is a board that isn't functioning at its best. Making board meetings more effective can save hundreds of thousands of dollars.

Set the foundation for success

▶ Prepare before the meeting

Knowing the terrain and preparing your equipment are essential in the lead-up to a meeting.

Reviewing the board pack should be part of every director's meeting preparation. However, making sure you can still see the pack on screen while connected to the meeting may be something you haven't needed to consider before.

- Have devices charged and power cords available
- Adjust camera and microphone settings
- Locate meeting login details
- Have the board materials, a pen, notebook and a drink close by
- Put mobile phones on silent

▶ Use the available resources

A wealth of expert guidance is available to help boards address current challenges, much of it free of charge.

Updates and webinars on temporary regulatory changes, managing emerging risks, and supporting wellbeing can supplement the board's knowledge. Many tools to support remote working that ordinarily require subscriptions are being offered on a complimentary basis during the pandemic.

▶ Take responsibility for safety

Installing updates regularly is essential to protect your information. Cyber criminals rely on being a step

ahead – keeping software security up to date can stop potential breaches in their tracks.

If you don't use a remote meeting platform frequently, make sure to log in the day before a board meeting so any updates are installed in advance. Some platforms require the latest version, which can be a frustrating discovery when attempting to join a meeting on time.

Elevate your approach

▶ Clarify outcomes and next steps

Ensuring there is clear agreement on decisions and actions during a meeting prevents subsequent misunderstandings and avoids wasting time and resources.

Proposed resolutions should be included in the board pack as standard practice. Attempting to draft detailed decisions on the fly in a meeting is rarely effective, but wordsmithing in a remote setting is even more challenging and detracts from key issues.

▶ Have a support team ready

For Tour de France riders, their team car provides essential support if they experience a problem. In an office environment, everything from IT assistance to catering can smooth the path during board meetings.

Remote meetings involve a higher degree of self-sufficiency, but arranging to have help on standby is invaluable when directors and company secretaries have their hands full during board meetings.

▶ Cultivate self-awareness

The distance created by virtual meetings combined with amplified pressure over a sustained period can affect how people interpret messages and become a source of friction.

The faster pace and tighter focus of meetings also influence communication styles, while nuances in tone of voice and body language are harder to detect from afar. One person's succinct comment may be seen by another as abrupt.

Directors play an essential role in challenging management, but they are also valuable sounding boards and mentors. Providing positive feedback where it's due boosts morale for executives at a time when good news is likely to be in short supply.

Think outside the box

▶ Share the lead to lighten the load

Remote meetings highlight the importance of an effective chair. However, they don't have to go it alone.

Inviting other directors to lead discussion on specific items enables the chair to draw on their specialist skills and maximise their contribution.

This relieves some of the pressure on the chair while also changing the dynamics during the meeting, helping keep engagement levels high.

Part of your remote working team

Diligent exists to help boards work better together.

Our solutions are continually evolving to anticipate directors' needs as corporate governance changes. The insights we've learned over the years drive new features and functions tailored for organisations' most senior leaders.

Long before workplaces and communities felt the upheaval of COVID-19, we were providing ways for directors and executives to connect seamlessly and securely anywhere, at any time.

Some of the ways we make remote meetings easier and more effective include:

- ▶ **Integrated videoconferencing support to maintain robust security.**
- ▶ **Simultaneous view of board materials and meeting participants.**
- ▶ **Familiar interface without new systems to learn.**
- ▶ **Secure instant messaging to maintain informal engagement between meetings.**
- ▶ **A single integrated ecosystem for corporate governance activities and documents.**

Our white glove customer support is there to assist directors with the help you need and the service you expect.

Part of a not-for-profit organisation?

Diligent has made its solution for not-for-profit boards available free of charge during the COVID-19 pandemic to support a rapid shift to remote meetings.

About Diligent

Diligent is the pioneer in modern governance.

We specialise in integrated corporate governance solutions that empower directors, management and governance professionals in the boardroom and beyond.

Our cloud-based solutions support secure collaboration between directors and senior executives.

We use technology to deliver innovative solutions that put real-time information and independent insights at directors' fingertips to help them monitor their organisations.

Diligent Boards is the most widely used board portal in the world. It's used by more than 650,000 directors and senior leaders in over 16,000 organisations. Closer to home, two-thirds of ASX-listed companies rely on Diligent's solutions.

Protecting our clients' highly sensitive information is our highest priority. That's why industry-leading security is built in at every level of Diligent's solutions, across encryption, data storage and access controls. We continually review and refine our security to keep pace with the changing landscape.

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